



**Governance Committee
Meeting Agenda
Salt Lake City, Utah**

Meeting [link](#), Password: WECC | Dial-in Number: 1-415-655-0003, Attendee Access Code: 2633 480 1844

December 10, 2024, 1:00 to 1:45 p.m. Mountain Time

1. Welcome, Call to Order

2. Review WECC Antitrust Policy

[WECC Antitrust Policy](#).

Please contact WECC legal counsel if you have any questions.

3. Approve Agenda

4. Review and Approve Previous Meeting Minutes

Approval Item: Meeting Minutes from June 11, 2024

5. Review Previous Action Items

6. Delegation Agreement and Conflicts of Interest—Jeff Droubay

7. Governance Committee Charter—Chris Albrecht

Approval Item: Recommend Governance Committee (GC) Charter for Board Approval

8. Annual Review of Board Policies—Chris Albrecht

9. Section 4.9 Review—Ian McKay

Approval Item: Recommend Section 4.9 Review Work Group Terms of Reference for Board Approval

10. Public Comment

11. Review New Action Items

12. Review Upcoming Meetings

March 11, 2025..... Salt Lake City, Utah



GC Meeting Agenda—December 10, 2024

June 10, 2025..... Salt Lake City, Utah
December 9, 2025 Salt Lake City, Utah

13. Adjourn





Governance Committee
DRAFT Meeting Minutes
June 11, 2024
Salt Lake City, UT

1. Welcome, Call to Order

Felicia Marcus, Governance Committee (GC) Chair, called the meeting to order at 1:15 p.m. MT on June 11, 2024. A quorum was present to conduct business. A list of attendees is attached as [Exhibit A](#).

2. Review WECC Antitrust Policy

Chris Albrecht, Assistant General Counsel, read aloud the WECC Antitrust Policy statement. The meeting agenda included a link to the posted policy.

3. Approve Agenda

Ms. Marcus introduced the proposed meeting agenda.

On a motion by Gary Leidich, the GC approved the agenda.

4. Review and Approve Previous Meeting Minutes

Ms. Marcus introduced the minutes from the meeting on March 12, 2024.

On a motion by Gary Leidich, the GC approved the minutes from March 12, 2024.

5. Review Previous Action Items

Mr. Albrecht reviewed previous action items. All action items were completed.

6. Principles of Corporate Governance

Ms. Marcus reviewed proposed changes to the Principles of Corporate Governance. A redline version was included as part of the meeting materials.

Ms. Marcus introduced the following resolution:

Resolved, that the Governance Committee (GC), at its meeting on June 11, 2024, recommends changes to the Principles of Corporate Governance as presented and attached for approval by the Board of Directors (Board).

On a motion by Ric Campbell, the Governance Committee approved the resolution.

Additional information is attached as [Exhibit B](#).



GC Meeting Minutes—June 11, 2024

7. Knowledge Transfer and Onboarding

Ms. Marcus summarized changes to the Knowledge Transfer and Onboarding document and stated that it is meant as a best practices document and should be reviewed annually. She commented that no approval is needed, as it is not a GC or Board document. The document owner will be the corporate secretary.

Ms. Marcus asked the full Board to provide feedback on the document and suggested minor changes to the document including changes to the language regarding the Board chair's assignment of a mentor for new directors.

8. Responsibility and Accountability Matrix

Mr. Albrecht reviewed minor changes made to the Responsibility and Accountability Matrix (RAM).

On a motion by Ric Campbell, the GC approved the following resolution:

Resolved, that the Governance Committee (GC), at its meeting on June 11, 2024, recommends for Board of Directors (Board) approval the changes to the Responsibility and Accountability Matrix (RAM) as presented and attached.

Additional information is attached as [Exhibit C](#).

9. Discuss Board Self-evaluation Results

Ms. Marcus summarized the Board self-evaluation results and commented that confidential remarks will be discussed in a closed session.

The committee commented that discussions on risk management have improved and suggested that the Board committees spend time to reflect on their individual performance.

10. Public Comment

No comments were made.

11. Review GC Work Plan

The GC reviewed the Annual Work Plan. The MAC Board Effectiveness Survey report will be taken off, as it is a biannual survey and scheduled for 2025.

12. Review New Action Items

- Include as part of the GC Annual Work Plan annual review of the Knowledge Transfer and Onboarding document.
 - Assigned To: Chris Albrecht



GC Meeting Minutes—June 11, 2024

- Due Date: December 10, 2024

13. Upcoming Meetings

December 10, 2024	Salt Lake City, Utah
March 11, 2025	Salt Lake City, Utah
June 10, 2025	Salt Lake City, Utah

14. Adjourn

Ms. Marcus adjourned the meeting at 1:46 p.m.



GC Meeting Minutes—June 11, 2024

Exhibit A: Attendance List

Members in Attendance

Ric Campbell	Member
Gary Leidich.....	Member
Felicia Marcus (virtual).....	Chair
Joe McArthur.....	Member



GC Meeting Minutes—June 11, 2024

Exhibit B: Principles of Corporate Governance

Background

The Board adopted the Principles of Corporate Governance to provide a framework for the general governance of WECC, the Board, and Board committees. The GC is responsible for reviewing the Principles of Corporate Governance biennially and recommending changes for Board approval. The GC directed and recommends the following changes:

- Board members will be guided by WECC's Business Travel and Expense Policy in booking their travel and in seeking reimbursement for travel-related expenses; and
- The Board may seek input from the Human Resources and Compensation Committee (HRCC) when determining the annual performance and compensation of the CEO, which will be communicated to the CEO by the Board Chair and at least one other director.



GC Meeting Minutes—June 11, 2024

Exhibit C: Responsibility and Accountability Matrix

Background

The RAM was developed during the 2015 Section 4.9 Review to document the relationship among various WECC activities and groups. The GC Charter directs the GC to review the RAM annually. Staff reviewed the RAM and proposed the following changes for GC and Board consideration:

- For the Business Plan and Budget, stakeholders are “consulted” (not “informed”) given WECC’s annual posting of the Business Plan and Budget for stakeholder comment; and
- For CEO Compensation, the HRCC is “consulted” (not “responsible”) and the Board is “responsible” consistent with recent changes to the HRCC Charter and proposed changes to the Principles of Corporate Governance.



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Delegated or Delegation Related Activity	Primary Activities	2024 Update - Annual Assessment
Reliability Standards Development	Support the NERC Reliability Standards Program.	Steve Rueckert has been one of two regional representatives on the NERC Standards Committee since 2008. He offered to accept another two-year term beginning January 1, 2025, and was approved by the Regional Executive group. The Western Interconnection continues to be well represented on NERC Standards Drafting Teams with at least one person from the Western Interconnection on every active drafting team.
	Facilitate the development of WECC Regional Reliability Standards (RRS).	WECC has a functioning, NERC- and FERC-approved Regional Reliability Standards Development Procedure that meets all the requirements established in the NERC Rules of Procedure. In 2024, one WECC Regional Reliability Standard and two Regional Criteria were presented to the Board for approval. Two other Regional Standards Projects are nearing completion and another will be kicked off in late October.
	Facilitate the development of WECC Regional Variances to NERC Reliability Standards.	WECC participates in the periodic review of the NERC continent-wide standards to seek opportunities to retire Regional Reliability Standards and incorporate regional differences into Variances to the NERC-approved Reliability Standards. During the 2024 Standards Review, no revisions to WECC Variances to NERC Reliability Standards were identified.

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Delegated or Delegation Related Activity	Primary Activities	2024 Update - Annual Assessment
Compliance Monitoring and Enforcement	Have in place a Regional Entity Compliance Monitoring and Enforcement Program (CMEP) that (i) conforms to and complies with the NERC uniform Compliance Monitoring and Enforcement Program, Appendix 4C of the Rules of Procedure, except to the extent of any deviations that are stated in the Regional Entity's delegation agreement, and (ii) meets all the attributes set forth in Section 403 of the Rules of Procedure.	<p>WECC's CMEP program meets all requirements of the NERC Rules of Procedure, Section 403 and the Appendix 4C NERC CMEP. There are no deviations stated in the WECC Delegation Agreement.</p> <p>In 2024 WECC conducted —</p> <ul style="list-style-type: none"> • 28 audits covering 352 requirements. • Three spot-checks covering four requirements. • Annual self-certifications for 160 entities covering 715 requirements. • Guided self-certifications for six entities covering 14 requirements. • Self-certifications with questions for 96 entities covering 251 requirements. <p>All monitoring activities were performed using a risk-based approach.</p>
	Have sufficient resources to meet delegated compliance monitoring and enforcement responsibilities, including the necessary professional staff to manage and implement the Regional Entity Compliance Monitoring and Enforcement Program.	<p>WECC has the compliance staff and budget resources necessary to meet all its duties. The staff have the right skillsets and are adequately trained.</p> <p>Onboarding and training of new hires, as well as ongoing/annual training for more experienced personnel, receive continuing emphasis.</p> <p>In 2024, WECC continued a robust hiring program across R&S Oversight and, as of November 4, 2024, has one vacancy in the department.</p>

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Delegated or Delegation Related Activity	Primary Activities	2024 Update - Annual Assessment
	Maintain a Compliance staff capable of making all determinations of compliance and noncompliance to determine penalties, sanctions, and Remedial Action Directives, and to review and accept Mitigation Plans and other Mitigating Activities.	WECC staff has the right skillsets and is adequately trained. Onboarding and training of new hires, as well as ongoing/annual training for more experienced personnel, receive continuing emphasis. WECC maintains robust conflict of interest controls to ensure monitoring and enforcement staff act without conflicts as to any entity in the Western Interconnection.
	Maintain and implement a program of proactive Compliance Audits of Bulk Power System owners, operators, and users responsible for complying with Reliability Standards, in accordance with Appendix 4C of the Rule of Procedure.	To further ERO Enterprise alignment and consistency, WECC uses the ERO Enterprise Compliance Monitoring and Enforcement Program (CMEP) Implementation Plan (IP) and no longer maintains a separate WECC CMEP IP. WECC has participated in the ERO Enterprise's CMEP Implementation Plan development and the 2025 ERO Enterprise CMEP IP has now been finalized. In addition, 2025 audit planning consistent with the NERC ROP has been developed.
	Apply all penalties, sanctions, and Remedial Action Directives in accordance with the approved Sanction Guidelines, Appendix 4B of the Rules of Procedure.	Enforcement has documented procedures based on the NERC Sanction Guidelines and direction from NERC that are followed for all enforcement actions and that are being continuously improved. All WECC Enforcement actions sent to NERC and FERC in 2024 were approved.
	Perform Inherent Risk Assessments (IRA) of registered entities to identify areas of focus and the level of effort needed to monitor compliance with enforceable NERC Reliability Standards.	In 2024, WECC continued to use the ERO-Enterprise-approved Compliance Oversight Plan process and prioritized the risks identified in entity-specific Compliance Oversight Plans (COP) to develop monitoring scopes for all monitoring engagements. WECC also continued using audits as one of the triggers for COP refresh.

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Delegated or Delegation Related Activity	Primary Activities	2024 Update - Annual Assessment
Organization Registration and Certification	Identify those entities that are responsible for compliance with the FERC-approved Reliability Standards.	WECC has a NERC-approved registration process that is fully functioning. WECC works closely with entities to gather all required information and to process registration requests promptly. WECC also coordinates closely with NERC on registration issues that arise. With the new registration thresholds for category two inverter-based resources (IBR), WECC expects several new IBRs to register in 2025 and beyond.
	For all geographical or electrical areas of the Bulk Power System, the Registration process shall ensure that (1) no areas are lacking any entities to perform the duties and tasks identified in and required by the Reliability Standards to the fullest extent practical, and (2) there is no unnecessary duplication of such coverage or of required oversight of such coverage.	WECC has conducted a registration gap analysis to ensure there are no areas lacking entities performing the required duties. WECC also participates in the ERO Enterprise Multi-region Registered Entity and Coordinated Oversight programs. WECC is not aware of any unnecessary duplication of registered function coverage or of the oversight of such functions.

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Delegated or Delegation Related Activity	Primary Activities	2024 Update - Annual Assessment
	<p>Ensure that a new entity has the tools, processes, training, and procedures to demonstrate their ability to meet the Requirements/sub-Requirements of all the Reliability Standards applicable to the function(s) for which it is applying, thereby demonstrating the ability to become certified and then operational.</p>	<p>WECC has a NERC-approved Certification program in place, and it is fully functioning. The certification team collaborates with teams responsible for COPs and exchange data about EMS, footprint changes, etc.</p>
Reliability Assessment and Performance Analysis	<p>Conduct, and report the results of, an independent assessment of the overall reliability and adequacy of the Western Interconnection, both as existing and as planned.</p>	<p>WECC supports the development of the NERC-produced LTRA and Seasonal Assessments.</p> <p>The fifth WECC Western Assessment of Resource Adequacy (Western Assessment) will be released in November of 2024. The Western Assessment provides a West-focused look at resource adequacy over the next 10 years.</p> <p>New in 2024, WECC worked closely with NERC and the ERO Enterprise in the completion of the Interregional Transfer Capability Study (ITCS) to evaluate current transfer capability between neighboring regions as well as provide recommendations for prudent additions. Lessons learned from the ITCS will be used to enhance other assessments going forward such as the LTRA, Western Assessment, and additional studies as applicable.</p>

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Delegated or Delegation Related Activity	Primary Activities	2024 Update - Annual Assessment
	Analyze off-normal events on the Bulk Power System.	<p>Each year, WECC develops two system model validation cases. These cases are used for two purposes: 1) To validate the planning models against system operating measurements, and 2) To provide information for event analysis. In 2023, WECC developed a case to represent the Mica Generation tripping event that occurred on October 24, 2023, and another to represent the tripping of the Rush Creek Wind Farm that occurred on August 22, 2024.</p> <p>WECC has been involved in some other event investigations throughout the year. For example, WECC investigated Winter Storms Gerri and Heather that took place in January. During these storms, extreme cold temperatures set in for the better part of a week before moving through to the east. The investigation involved holding conversations with multiple entities that were affected the most. Overall, this was considered a success, as there was little effect on the generation fleet while it was forced to operate during record low temperatures at several areas within the interconnection.</p> <p>The WECC team has also looked into several IBR reductions in Southern California, as well as an additional event that occurred in southwestern Utah. Many of these events included older plants we have worked with in past investigations. There were some new plants that we have performed outreach on to see where performance improvements can be made. One event took place after sunset and the solar fleet was not generating. The reduction consisted of mostly battery resources as well as small amounts of wind.</p>
	Identify the root causes of events that may be precursors of potentially more serious events.	WECC leads the Events Analysis (EA) and Root Cause Analysis processes for the Western Interconnection in close collaboration with NERC EA staff. The EA staff uses these events to trend root causes of events and look for emerging risks on the system.

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Delegated or Delegation Related Activity	Primary Activities	2024 Update - Annual Assessment
	Assess past reliability performance for lessons learned.	Upon completion of the Events Analysis Report, WECC staff works closely with the affected entity to identify any lessons that can be shared with all entities. In 2024, WECC and it's entities have submitted four lessons learned that are either being worked on or are complete and published on NERC's website for public distribution. The WECC team also supports lessons learned by other regions, which they submit, by volunteering to participate in the review teams.
	Disseminate findings and lessons learned to the electric industry to improve reliability performance.	WECC works with WECC committees and advisory groups and NERC committees to help identify and share lessons learned from events and to work with SMEs to develop guidelines, hold webinars, or modify standards to help improve reliability.
	Develop reliability performance benchmarks.	WECC gives NERC the required data and information in support of reliability performance indicators, and WECC maintains a set of reliability and security indicators specifically for the Western Interconnection, which it updates quarterly and shares publicly. WECC has also updated its System Performance Data Portal, which allows stakeholders to see performance data and allows them access to the data.
Event Analysis and Reliability Improvement	Help entity(ies) identify and categorize events.	WECC manages NERC's Event Analysis program for the Western Interconnection. Years ago, WECC became the first region to take over scheduling and leading the cause coding of events. This allows WECC to process events promptly, providing greater benefit to our stakeholders.
	Provide root cause analysis with the affected entity(ies).	The Event Analysis process includes identifying the root cause(s) of qualifying events and is coordinated among NERC, WECC, and the affected entity(ies). WECC also uses the Event and Performance Analysis Subcommittee to help analyze events and create learning opportunities from events throughout the interconnection.

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Delegated or Delegation Related Activity	Primary Activities	2024 Update - Annual Assessment
	Identify trends for systemic issues.	WECC collects, validates, and analyzes GADS, DADS, TADS and MIDAS data as requested by NERC. WECC independently assesses this data with additional data sources and reports them in the System Performance Data Portal, which was updated this year. This update includes additional data, displays, and access to the data. WECC also publishes an annual report on the MIDAS data and works with the ERO EA team to successfully hold the ERO BES Protection System Misoperation Reduction Workshop, which was held this year at the WECC offices. WECC supports NERC and the ERO in developing the annual State of Reliability Report. WECC staff is active in the NERC committee structure, including accepting the positions of chair for the NERC EAS and vice chair for the NERC PAS.
	Issue lessons learned and guidelines as applicable.	Besides publishing the lessons learned in the ERO EA process, WECC works with the industry (for example, the Reliability Risk Committee and its subcommittees and work groups) to identify, distribute, and create documents with lessons learned and guidelines, or modify standards to improve reliability. The WECC EA group has organized presentations for the NERC committees (EAS, PAS, and IRPS) in 2024 on events in the Western Interconnection for entities throughout the nation to learn from.

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Delegated or Delegation Related Activity	Primary Activities	2024 Update - Annual Assessment
Training and Education	Provides education and training on the application of standards, compliance issues, internal controls, human performance, specialized subject training, and general grid training.	Training and outreach continues to grow within both the ERO Enterprise and across our stakeholder groups. We continuously improve our existing programs as we contemplate new ways to reach more groups for the benefit of reliability. The Power Systems Security Conference was broken into two tracks--one for cybersecurity and one for physical security--so attendees could choose a focus. There is enthusiasm about this training program, and we intend to continue it next year. R&S workshops have focused on high-level education of the CMEP process, standards, and risk mitigation. Our Resource Adequacy Discussion Series was renamed "Reliability in the West" and refocused to allow us to address broader questions of reliability with our stakeholders. We have received positive feedback on the discussions. We increased engagement with NERC as the summer and winter assessments were released, alleviating redundancy as we focused on high-risk items. Grid Fundamentals continues to be a heavily attended and touted training program for those newer to the industry. We are also recording more of our training events and making them available on the WECC website for those who cannot attend the trainings when they are offered live.

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Delegated or Delegation Related Activity	Primary Activities	2024 Update - Annual Assessment
Situation Awareness	Maintain near-real-time awareness about the conditions and significant occurrences on the Bulk Electric System (BES) in the Western Interconnection.	<p>WECC Situation Awareness (SA) staff maintains near-real-time awareness of events in the Western Interconnection and proactively reports information to NERC. WECC also participates in two ERO meetings, this first with ERO SA staff, and the second with E-ISAC staff and the regions. The purpose of these meetings is to share awareness of reliability and security threats across North America and to share best practices to help benchmark and improve SA processes.</p> <p>The WECC SA staff provides regular updates on the wildfires that pose a risk to the Western Interconnection. The SA team publishes a weekly update from May through November focusing on the status of active fires, fires that have potential to affect the BES, and forecasts for the upcoming week. These updates are helpful to WECC and NERC staff, as well as entities in the Western Interconnection.</p> <p>In addition, WECC SA staff helps develop and publish every NERC Alert. Staff is also helping plan for GridEx VIII, scheduled for late 2025.</p>
	Understand system issues when they emerge and coordinate with relevant parties (typically NERC and FERC) about the conditions of the BES.	WECC SA staff maintain near-real-time awareness of events in the Western Interconnection and proactively reports information to NERC and the industry when applicable.

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Delegated or Delegation Related Activity	Primary Activities	2024 Update - Annual Assessment
Infrastructure Security	Work with stakeholders, government agencies, NERC, and the E-ISAC to ensure appropriate event information is being disseminated promptly to industry.	<p>WECC shares appropriate information with NERC, E-ISAC, and industry as required (e.g., NERC Alerts, security trends, OE-417/EOP--04 reports). WECC also works with them to help trend and identify any concerns within the Western Interconnection.</p> <p>WECC also held its second Power Systems Security Conference in 2024, focused on both cybersecurity and physical security topics and was well received by members of the industry. WECC is planning on holding a follow-up conference in 2025.</p>



<Public>

Conflicts of Interest

December 10, 2024

Jeff Droubay
Vice President and General
Counsel

<Public>

Process Summary

- All new hires are vetted for potential conflicts and any potential conflicts are addressed prior to hiring.
- All employees complete a new conflict of interest form annually.
 - Legal reviews the forms to determine whether there are any new potential conflicts that need to be addressed.
- Managers in Entity Monitoring and Enforcement are given information on employee work history and potential conflicts, so they can be avoided during work assignments.
- Employees consult with Legal regarding what may or may not be a potential conflict when considering new opportunities outside of WECC.

<Public>

2024 Potential Conflicts

- A new hire in RPPA reported a financial interest in an Electric Line of Business entity.
 - Given the employee's role in RPPA does not involve the exercise of discretion regarding individual entities, it was determined there is no actual conflict and no remedy is necessary.
- A new hire in Oversight reported that a family member works for a NERC Registered Entity.
 - This was determined to be an actual conflict of interest. The remedy was to preclude the employee from working on CMEP matters involving that entity.
- A new hire in RPPA reported a family member had financial interest in an Electric Line of Business entity.
 - Given the employee's role in RPPA does not involve the exercise of discretion regarding individual entities, it was determined there is no actual conflict and no remedy is necessary.

<Public>





**Governance Committee
Recommendation Item
Governance Committee Charter
December 10, 2024**

GC Resolution

Resolved, that the Governance Committee (GC), at its meeting on December 10, 2024, recommends that the WECC Board of Directors (Board), approve the GC Charter as presented and attached.

Background

A clean and redlined version of the proposed GC Charter are included in the Board package. Initial review of the charter was performed by WECC legal with a subsequent review by the GC and a recommendation for Board approval expected at the December 10, 2024 GC meeting.

Proposed revisions are as follows:

- Minor editorial changes include removing the date of the Bylaws, changing “interface” to “cooperate,” capitalization corrections, and general grammar/wording updates;
- Creating a list requiring biennial review of the Board of Directors Principles of Corporate Governance, Standards of Conduct, and Responsibility and Accountability Matrix;
- Remove language on assigning staff to prepare meeting minutes;
- Clarification on voting requirements and meeting participation;
- Updates to meeting notices, materials posting, and approval requirements for both open and closed sessions; and
- Changing the charter review requirement to “as needed but at least biennially.”



Governance Committee Charter

Establishment and Authority

The Governance Committee (GC) is a Board committee established under Section 8.3 of the WECC Bylaws.

Purpose and Responsibilities

The purpose of the GC is to help the WECC Board of Directors (Board) be highly effective and the entire organization to be well-governed.

The committee's primary duties and responsibilities are as follows:

1. Oversee implementation and amendment of the Bylaws.
2. Cooperate with the Western Interconnection Regional Advisory Body on governance matters.
3. Cooperate with the Member Advisory Committee on governance matters.
4. Review and update the following documents as needed but at least biennially:
 - Board of Directors Principles of Corporate Governance;
 - Standards of Conduct (for Board Directors and for Officers and Employees); and
 - Responsibility and Accountability Matrix.
5. Ensure that all Board policies and charters are reviewed regularly and are up to date and relevant. In this task, the GC is assisted by the corporate secretary, who will provide an annual report on the status of these reviews.
6. Discuss education and development opportunities for Board members, including as informed by the Board and Board committee self-assessment process.
7. Evaluate biennially in the off years when no evaluation is occurring the thoroughness and effectiveness of the Board and Board committee self-assessment process.
8. Make recommendations to assist the Board in making decisions under Bylaws Sections 6.5.2 (removal of Directors) and 6.7.3 (appointment of temporary Directors).
9. Perform such other functions pertinent to governance as may be delegated by the Board.

Committee Composition and Governance

1. Membership

Governance Committee Charter

- a. The GC will be composed of at least three members of the Board, appointed by the chair of the Board in consultation with the Board.
- b. Each member of the GC will serve until a successor is appointed unless the member resigns or is removed by the Board. If a vacancy occurs at any time, the Board chair may fill that vacancy.
- c. No member of the GC may participate as a GC member at any time that the GC may consider any recommendation to the Board that would directly affect the continued service of that Director as a member of the Board of Directors. The Board chair may appoint a temporary, alternate member to serve on the GC in place of any Director who is recused from participation under this paragraph.

2. Leadership

- a. The chair of the Board, in consultation with the Board and with consideration of a Director's interest and expertise, will appoint one GC member to serve as the GC chair.
- b. The GC chair will manage the GC and its meetings.
- c. The GC chair may appoint a steering committee to address specific assignments as necessary.

3. Meetings

- a. The GC will meet a minimum of twice per year and as often as required to carry out its responsibilities. Meetings will be held in accordance with the WECC Meeting Policy and may be in person or by telephone or web conference as determined by the chair.
- b. The GC will determine the procedures for its meetings, except:
 - i. A quorum for meetings is a majority of members of the committee.
 - ii. Actions or decisions taken by the GC require an affirmative vote of a majority of GC members present.
 - iii. GC members may not vote by proxy or absentee ballot, but GC members may participate in meetings, including casting votes, by telephone conference or any other means of communications that enables all members participating in a meeting to simultaneously communicate with each other.
- c. Email notice of the time and place of all meetings will be provided to each member of the GC and to the Board no later than three days before the meeting, or upon as much notice as is reasonable under the circumstances as approved in writing by a majority of GC members. An agenda, including identification of the items for which action may be taken, will be provided with the meeting notice. Notice of meetings and the agenda will also be



Governance Committee Charter

posted on the WECC website. Approval item documents should also be posted in advance of the meeting, when possible, but approvals by the GC may differ from what is posted.

- d. The GC chair may call for a closed session of the GC for the reasons set forth in sections 7.6.1- 1), 2), and 3) of WECC's Bylaws. The GC chair will permit any Director to monitor such closed sessions except those Directors who are conflicted in accordance with sections 7.6.1.1. of the Bylaws or where the GC determines that a Director would have a perceived or actual conflict of interest.

Reporting

The GC will report to the Board on its activities and any recommendations.

Review and Changes to the Charter

The GC will review this charter as needed but at least biennially and, following consultation with WECC legal counsel, will recommend any changes to the Board. Modifications to this charter must be approved by the Board.

Approved by the WECC Board of Directors:





Governance Committee Charter

Establishment and Authority

The Governance Committee (GC) is a Board committee established under Section 8.3 of the WECC Bylaws, ~~approved by the Board on June 19, 2018.~~

Purpose and Responsibilities

The purpose of the GC is to help the WECC Board of Directors (Board) be highly effective and the entire organization to be well-governed.

The committee's primary duties and responsibilities are as follows:

1. Oversee implementation and amendment of the Bylaws.
- ~~2. Periodically review the WECC's Standards of Conduct (Bylaws Appendices A and B) and recommend changes to the Board.~~
- ~~3.2. Interface~~ Cooperate with the Western Interconnection Regional Advisory Body on governance matters.
- ~~4.3. Interface~~ Cooperate with the Member Advisory Committee on governance matters.
- ~~5. Annually review the Responsibility and Accountability Matrix to determine if any changes are required.~~
- ~~6. Manage any documents under its purview consistent with the WECC Document Categorization Policy and update documents for which the committee is responsible.~~
4. Review and update the following documents as needed but at least biennially:
 - Board of Directors Principles of Corporate Governance;
 - Standards of Conduct (for Board Directors and for Officers and Employees); and
 - Responsibility and Accountability Matrix.
- ~~7.5. En~~ Assure that all Board ~~approved documents~~ policies and charters are ~~regularly~~ regularly reviewed ~~regularly to ensure that they and~~ are up to date and relevant. In this task, the GC is assisted by the corporate secretary, who will provide an annual report on the status of these reviews.
- ~~8.1. Perform such other functions pertinent to governance as may be delegated by the Board.~~
- ~~9.6.~~ Discuss education and development opportunities for Board members, including as

Governance Committee Charter

informed by the ~~biennial self-evaluations by Board Committees and the Board of their respective bodies~~ Board and Board committee self-assessment process.

~~10.7.~~ Evaluate biennially in the off years when no evaluation is occurring the thoroughness and effectiveness of the Board and Board committee self-assessment process.

8. Make recommendations to assist the Board in making decisions under Bylaws Sections 6.5.2 (removal of Directors) and 6.7.3 (appointment of temporary Directors).

9. Perform such other functions pertinent to governance as may be delegated by the Board.

Committee Composition and Governance

1. Membership

- a. The GC will be composed of ~~not fewer than~~ at least three members of the Board, appointed by the chair of the Board in consultation with the Board.
- b. Each member of the GC will serve until a successor is appointed unless the member resigns or is removed by the Board. If a vacancy occurs at any time, the Board chair may fill that vacancy.
- c. No member of the GC may participate as a GC member at any time that the GC may consider any recommendation to the Board that would directly affect the continued service of that Director as a member of the Board of Directors. The Board chair may appoint a temporary alternate member to serve on the GC in place of any Director who is recused from participation under this paragraph.

2. Leadership

- a. The chair of the Board, in consultation with the Board and with consideration of a Director's interest and expertise, will appoint one GC member to serve as the GC chair.
~~The chair will assign a committee member or a member of the WECC staff to prepare GC meeting minutes for legal review followed by the committee's approval.~~
- b. The GC chair will manage the GC and its meetings.
- c. The GC chair may appoint a steering committee to address specific assignments as necessary.

3. Meetings

- a. The GC will meet a minimum of twice per year and as often as required to carry out its



Governance Committee Charter

responsibilities. Meetings will be held in accordance with the WECC Meeting Policy and may be in person or by telephone or web conference as determined by the chair.

- b. The GC will determine the procedures for its meetings, except:
 - i. A quorum for meetings is a majority of members of the committee.
 - ii. Actions ~~or Decisions~~ taken by the GC requires an affirmative vote of a majority of ~~assigned~~ GC members present.
 - iii. GC members may not vote by proxy or absentee ballot, but GC members may participate in meetings, including casting votes, by telephone conference or any other means of communications that enables all members participating in a meeting to simultaneously hear one another communicate with each other.
- c. ~~The GC chair will provide (or cause to be provided) e~~Email notice of the time and place of all meetings will be provided to each member of the GC and to the Board, no later than three days before the meeting, or upon as much notice as is reasonable under the circumstances as approved in writing by a majority of GC members. An agenda, including identification of the items for which action may be taken, ~~will be made available at that time~~provided with the meeting notice. Notice of meetings and the agenda will also be posted on the WECC website. Approval item documents should also be posted in advance of the meeting, when possible, but approvals by the GC may differ from what is posted.
- d. The GC chair may call for a closed session of the GC ~~when necessary to protect sensitive or confidential information or to receive attorney-client communications for the reasons set forth in sections 7.6.1- 1), 2), and 3) of WECC's Bylaws.~~ The GC chair will permit any Director to monitor such closed sessions except those Directors who are conflicted in accordance with sections 7.6.1.1. of the Bylaws or where the GC determines that a Director would have a perceived or actual conflict of interest, ~~to monitor such closed sessions.~~
- e. ~~The GC chair will provide (or cause to be provided) email notice of the time and place of all closed session meetings to each member of the GC and to the Board, no later than three days before the meeting, or upon as much notice as is reasonable under the circumstances, as approved in writing by a quorum of the committee. This notice will include an agenda of the items for which action may be taken.~~
- f. —

Reporting

The GC will report to the Board on its activities and any recommendations.



<Public>

Governance Committee Charter

Review and Changes to the Charter

The GC will review this charter ~~annually~~as needed but at least biennially and, following consultation with WECC legal counsel, will recommend any changes to the Board ~~following consultation with WECC legal counsel~~. Modifications to this charter must be approved by the Board.

Approved by the WECC Board of Directors: ~~December 8, 2021.~~



**Board Policy Report**
December 10, 2024

Background

The Governance Committee (GC) Charter states that the GC will ensure that all Board-approved policies are regularly reviewed to confirm that they are up to date and relevant. In this task, the GC is assisted by the Corporate Secretary who will provide an annual report on the status of these reviews.

Report

All Board policies have been reviewed within their review cycles as shown in the table below. All Board policies can be found on the Board's webpage [here](#).

Title	Area	Owner	Last Review	Next Review
Antitrust Policy	Legal	Chris Albrecht	9/15/2023	9/14/2025
Principles of Corporate Governance	Legal	Brittany Huggins	6/12/2024	6/12/2026
Closed and WIDSA Sessions Policy	Legal	Chris Albrecht	1/3/2024	1/2/2026
Confidentiality Policy	Legal	Chris Albrecht	10/9/2024	10/9/2026
Contact Information Policy	Legal	Chris Albrecht	1/4/2023	1/3/2025
Data Request Process	Legal	Chris Albrecht	9/19/2023	9/18/2025
Document Categorization Policy	Legal	Chris Albrecht	10/24/2024	10/24/2026
Enterprise Risk Management Policy	Legal	Chris Albrecht	8/8/2024	8/8/2026
Information Reporting Policy	Legal	Chris Albrecht	10/9/2024	10/9/2026
Information Sharing Policy	Legal	Chris Albrecht	10/9/2024	10/9/2026
Investment Policy Statement	Finance	Jillian Lessner	1/2/2024	12/10/2024
Meetings Sponsored by WECC	Facilities	Brittany Huggins	2/1/2023	1/31/2025
Regional Criterion - Monitoring Adherence	Standards	Steve Rueckert	9/26/2024	9/26/2027
Regional Criterion - Obtaining Exemption	Standards	Steve Rueckert	9/24/2024	9/24/2027
Records Retention Policy	Legal	Brittany Huggins	10/24/2024	10/24/2026
Whistleblower Policy	Legal	Chris Albrecht	10/9/2024	10/9/2026



Governance Committee Meeting
Approval Item
Section 4.9 Review Scope
December 10, 2024

Governance Committee Resolution

Resolved, that the Governance Committee (GC) at the meeting of the GC on December 10, 2024, aware of the Board's responsibility under Bylaws Section 4.9 to conduct a Structure and Governance Review (Review) of the organization in 2025, hereby recommends the following for Board approval:

- The Review will consist of a comprehensive review and update of the WECC Bylaws.
- The GC will conduct the review with the participation of the following individuals: Chris Parker representing the Member Advisory Committee, Mary Throne and Laura Rennick representing the Western Interconnection Reliability Advisory Board (WIRAB), WECC's Chief Executive Officer and President, and WECC's General Counsel.
- The Section 4.9 Review meetings will be convened as separate and distinct meetings of the GC. All associated meeting materials will be referenced as "Governance Committee Section 4.9 Review 2024-25."
- Meetings will be open to the public unless there is a need to share confidential, sensitive, or privileged information, as defined by section 7.6.1 of the WECC Bylaws, in which case such matters may be discussed in closed session upon an affirmative vote of a majority of the participants present to convene in closed session.
- The Section 4.9 Review work will be supported by WECC legal counsel and other WECC staff as required.
- The GC chair will regularly brief and take direction from the Board.

Background

Section 4.9 of WECC's Bylaws requires the Board, in collaboration with the MAC and WIRAB, to conduct a review every five (5) years of whether WECC is fulfilling its purposes consistent with its Vision and Mission.